

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>MOYA STEVEN O</b>  (Last) (First) (Middle) <b>HUMANA INC.</b> <b>500 WEST MAIN STREET</b>  (Street) <b>LOUISVILLE KY 40202</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HUMANA INC [ HUM ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. VP-Chief Marketing Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/24/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Humana Common <sup>(1)</sup>								32,461	D <sup>(2)</sup>	
Humana Common <sup>(1)</sup>								644	I	See Footnote <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Options <sup>(4)</sup>	\$14.9375							(5)	01/03/2011	Humana Common <sup>(1)</sup>	50,000	50,000	D	
Options <sup>(4)</sup>	\$12.995							(6)	03/13/2012	Humana Common <sup>(1)</sup>	15,000	15,000	D	
Options <sup>(4)</sup>	\$9.26							(7)	03/13/2013	Humana Common <sup>(1)</sup>	30,000	30,000	D	
Options <sup>(8)</sup>	\$21.275	02/24/2004		A		52,000		(9)	02/24/2014	Humana Common <sup>(1)</sup>	52,000	\$21.275	52,000	D

**Explanation of Responses:**

- Each share of Common Stock contains a Right adopted on March 5, 1987, pursuant to the Company Rights Agreement, as amended and restated on February 14, 1996, and amended as of May 27, 1998 and March 1, 1999, which entitles holders of the Company's Common Stock, in the event certain specified events occur, to acquire 1/100 of a share of Series A Participating Preferred Stock at a price of \$145 per fractional share.
- Shares held in a trust account.
- Shares held for reporting person's benefit as of January 31, 2004 under the Humana Retirement & Savings Plan including a routine disposition of shares to fund an administrative fee assessment under a Tax-Conditioned Plan, both exempt under Rule 16b-3(c).
- Right to buy pursuant to the Company's 1996 Stock Incentive Plan for Employees.
- Stock options granted to reporting person on 1/3/01 to vest as follows: 29,918 non-qualified stock options to vest in thirds on 1/3/02, 1/3/03 and 1/3/04, respectively, and 20,082 incentive stock options to vest in thirds on 1/3/02, 1/3/03 and 1/3/04, respectively.
- Stock options granted to reporting person on 3/13/02 to vest as follows: 10,000 non-qualified stock options, one-half vesting on 3/13/03 and 3/13/04, respectively, and 5,000 incentive stock options to vest on 3/13/05.
- Stock options granted to reporting person on 3/13/03 to vest as follows: 16,218 non-qualified stock options to vest in two increments - 10,000 on 3/13/04 and 6,218 on 3/13/05, and 13,782 incentive stock options to vest in two increments, 3,782 on 3/13/05 and 10,000 on 3/13/06.
- Right to buy pursuant to the Company's 2003 Stock Incentive Plan.

9. Incentive and Non-Qualified stock options granted to reporting person on 2/24/04, NQ options vesting in three increments from 2/24/05 to 2/24/07, and ISOs vesting in two increments on 2/24/06 and 2/24/07.

**Remarks:**

Steven O. Moya

02/24/2004

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**